

oion
EIS &
SEIS
FUND

Information :
Memorandum for :
The OION Fund :

For the private investor
seeking to access a
Fund offering tax relief
under either or both
EIS and SEIS

Investing in knowledge...to fund the future

Promoted and Managed by
Innovotec

innovotec

oion
oxford investment opportunity network

TVIN
THAMES VALLEY INVESTMENT NETWORK

oei
oxford early investments

Important Notice

This Information Memorandum contains information relating to investment in The OION Fund (the “Fund”) that will comprise a Portfolio of Seed EIS and EIS companies.

This document describes the arrangements by which Investors who wish to make investments in SEIS and EIS Qualifying Companies may appoint Innvotec Limited (Innvotec) to act as their common discretionary investment Fund Manager and to manage the investments made on their behalf.

It is dated 1st February 2018, and is both issued and approved for issue by Innvotec Limited (“Innvotec” or the “Fund Manager”) to investors who can receive financial promotions pursuant to Section 21 of the Financial Services and Markets Act 2000 (“FSMA”).

Innvotec is authorised and regulated by the Financial Conduct Authority (the “FCA”) to carry on investment business in the United Kingdom as a Small Authorised UK Alternative Investment Fund Manager (“AIFM”).

This document may not be copied or distributed without the agreement of Innvotec and may only be distributed in compliance with the FSMA and the rules of the FCA.

This Information Memorandum does not constitute an Approved Prospectus in accordance with Section 85(7) of FSMA and nor does it constitute a public offer for shares in the United Kingdom or elsewhere.

This document does not constitute, and may not be used for, the purposes of an offer or inducement by any person in any jurisdiction outside the United Kingdom. This document and the information contained in it are not for publication or distribution to persons outside the United Kingdom.

The Fund is a complying SEIS/EIS Fund, is not an unregulated collective investment scheme within the meaning of Section 235 of the FSMA and is not subject to the marketing restrictions introduced by the FCA in respect of “non-mainstream pooled investments”.

By accepting this document and/or signing up to the Fund Management Agreement by signing an Application Form, the recipient by his or her action, warrants, represents, acknowledges and agrees that he or she is a person to whom this document may lawfully be communicated without violating applicable laws and that he or she has read and will comply with the contents of this Information Memorandum.

Any investment or investment activity to which this Information Memorandum relates is only available to high net worth individuals, sophisticated and professional investors; those who do not have the necessary professional experience cannot rely on the contents of this document. Incoming Investors will only be accepted if they have completed to Innvotec’s satisfaction The Client Appropriateness and Suitability Form which forms an integral part of the Application Form.

Potential Investors are recommended to seek independent advice from an investment adviser authorised under the Financial Services and Markets Act 2000, or an appropriately qualified taxation adviser, before investing.

Investments in unquoted shares in small companies and start up opportunities such as those that will be made by this Fund carry higher risks than investments in quoted shares. Potential Investors should be aware that no established market exists for the trading of shares in unquoted companies.

The value of an Investor’s Portfolio, and any income arising from it, can fall as well as rise and an Investor may not recover the full amount of money originally invested. Past performance is not a guide to future performance.

Attention is drawn to the Risk Factors outlined in this Information Memorandum on Pages 20 to 21 which should be read and considered carefully.

Please note that none of Innvotec Limited, Innvotec (Nominees) Limited, nor Oxford Investment Opportunity Network Limited (OION) or any of their agents or employees is able to provide any advice about whether a person should invest in this product.

Any references to tax laws or tax rates in this Information Memorandum are subject to change by the government and HMRC and tax benefits depend on personal circumstances.

Innvotec has taken all reasonable care to ensure that the facts stated in this Information Memorandum are true and accurate in all material respects, and that there are no material facts, the omission of which would make misleading any statement made in this Information Memorandum.

However, this document is not intended to constitute a recommendation or provide advice to a prospective Investor.

Any statements of opinion or belief contained in this document regarding future events or outcomes constitute Innvotec's own assessment and interpretation of information available to it at the date of issue of this document and no representation is made that such statements are correct or that the objectives of the Fund will be achieved.

Reliance on this Information Memorandum for the purposes of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested.

It is very important that you carefully read and fully understand this document and the risks involved with the arrangements described in these documents so that you can decide whether they are right for you.

Application may only be made and will only be accepted subject to the terms of the Fund Management Agreement, a copy of which accompanies the Application Form.



Oxford Centre for Innovation,
New Road,
Oxford OX1 1BY.
Tel: 01865 261499
Email: contact@oion.co.uk

1st February 2018

Dear Investor,

OION is pleased to continue our association with Innvotec as the manager of The OION Fund.

Oxford Investment Opportunity Network (OION) was established in 1994 as one of the UK's first business angel networks. We are well placed to identify early stage knowledge intensive businesses that qualify for SEIS/EIS tax relief. As part of Oxford Innovation, we are actively involved in the early stage business ecosystem through the innovation centres that we manage, the business support we provide and of course through our Angel Networks.

Although we are based in Oxford, we look at companies from across the UK and across a variety of sectors. We look for ambitious and innovative companies with a strong entrepreneurial team and with defensible technology or IP.

Despite worries about the impact of Brexit on the UK start-up ecosystem, we continue to be encouraged by the strong flow of early stage technology business that are looking to access external capital to grow their businesses. To this end we welcomed the decision in the recent UK Budget to double the EIS investment limits for knowledge-intensive businesses which will further enhance the vibrancy of this important business sector.

We welcome your interest in The OION Fund.

Yours faithfully,

Jens Tholstrup

*Managing Director,
Oxford Investment Opportunity Network*



1st February 2018

Dear Investor,

Innvotec Limited "Innvotec" and Oxford Investment Opportunity Network Ltd "OION" – a group of leading UK-wide private investor networks - are pleased to update investors, both existing and potential, on progress in The OION Fund "the Fund".

The Fund is now in its fourth year and remains unashamedly a Growth Fund targeting investment in a portfolio of diverse high growth businesses.

Our continuing policy is to make The OION Fund an attractive, "go to" proposition for those would-be investors and advisers seeking capital appreciation alongside the attractive tax reliefs that are on offer.

The targeted companies would have met and passed HMRC's recently introduced risk to capital test.

This attractiveness is embedded in the Fund's structure which differs from the other funds by offering the discerning, passive private investor the opportunity to invest not only in either SEIS or EIS qualifying businesses but, if he or she so chooses, in a combination of both, in proportions that are known at the outset. Innvotec believes that offering investors such options makes the Fund an appealing choice and takes the concept of a so-called "hybrid Fund" one step further.

As with each Innvotec-managed Fund, the OION Fund will have "evergreen" status which means it is open to receive an Investor's Commitment throughout the year, with closings on the normal quarter days – and investment into the target companies during the quarter following.

Continuous deployment of Investor's commitment means timely receipt of tax certificates.

The three business angel networks that are operated by OION were established in 1994 and are seeing and raising money for an increasing number of investee companies. These companies are at various stages of their development and range from start-up, through early-stage to early revenue generating, the intention being that investment from the Fund supplements the incoming direct investment from the OION networks' business angels. This breadth of investee candidate ensures that there are always opportunities for investment in either SEIS or EIS qualifying companies.

These networks ensure a steady, all year round flow of interesting investment opportunities that, in turn, gives both Innvotec and OION confidence that Investor commitment can be wisely invested throughout the year in diversified and interesting portfolios.

Over the last 30 years Innvotec has acquired significant and possibly unrivalled experience and expertise in the funding and development of

growth-focused businesses, from start-ups and early-stage – through to those seeking pre IPO investment.

Whilst the three networks within the OION network are Home Counties based and there is naturally a strong relationship with Oxford, investment opportunities can be and are located across the UK.

The Fund has a wide geographic footprint through the activities of SQW Group, the parent company of Oxford Investment Opportunity Network Ltd, which includes the management of over twenty innovation and business centres located across the UK.

As an Alternative Investment Fund Manager (AIFM) Innvotec seeks investment in companies that meet the focus of each of its particular Funds but with the over-arching intent of delivering competitive returns for its clients in the shortest possible term – whilst always appreciating that the underlying businesses will develop at varying rates and each will differ as to where they lie on their growth curves at time of investment.

This experience is reflected through a strong track record of Fund raising - with nine previous EIS and six previous SEIS Funds - coupled to above average fund performance against both peer groups and the main quoted index.

Investors in our OION Fund are offered the prospect of strong capital appreciation – already being demonstrated by the previous Funds – whilst at the same time accessing multiple and highly attractive income and capital gains tax reliefs.

As with all Innvotec-managed funds there are no "upfront" charges to investors resulting in tax relief being available on 100% of commitment.

This Information Memorandum provides an overview of the Fund's objectives, an indication of the type of company to be identified by OION and its stage of development together with a feel for the balanced portfolio to be built, alongside the more formal details surrounding the management and administration of the Fund.

On behalf of both Oxford Investment Opportunity Network and Innvotec, I hope you find it of interest.

The following two pages provide a synopsis of the Fund.

Yours faithfully,



John R Marsden

Executive Chairman Innvotec Limited

The OION Fund - At a Glance

Fund Focus

The sole focus of the Fund is generating above average returns for Investors whilst the investment focus will remain broadly sector-agnostic, but as with most capital appreciation Funds there will be an inevitable bias towards technology and its application – including the increasingly ubiquitous Internet of Things.

Specifically, the hybrid nature of the Fund will allow not only investment in start-up and very early stage companies (as was the focus of the prior OION Funds) but also enable follow-on investment in more developed companies. Some of which may have benefited from funding from the prior OION SEIS Funds – whilst equally supporting those emerging companies which may have received prior support from elsewhere.

Private investor tax perspective

SEIS is a relatively recently introduced - and highly attractive - tax relief that in Innvotec's opinion remains largely unknown and under-used.

The younger sibling to EIS, it offers higher rates (currently 50%) of income tax relief for the subscription of restricted amounts in smaller, early stage companies that have been trading for less than two years, in addition to capital gains tax "CGT" rollover reliefs and exemptions on a maximum annual investment of £100,000. Any, and all, gains from SEIS investments in the Fund's portfolio companies are free of CGT if an investment is held for three years.

EIS is a much longer standing method of tax-efficient investment for the private investor. Investment in EIS qualifying companies offers income tax relief at 30%, capital gains tax rollover relief and all resultant gains from investment in qualifying companies are free of CGT. An individual can invest up to £1m a year in such companies

All Innvotec-managed Funds carry no "initial charge" resulting in EVERY SINGLE £ OF INVESTOR COMMITMENT ATTRACTING THE TAX RELIEF ON OFFER.

Quarterly investing means that Investors do not have to wait a protracted period of time before receiving their HMRC certificates.

An expanded and detailed guide to such investor tax advantages is available on request from Innvotec.

Split of Individual Commitment between SEIS and EIS

For those investors seeking to spread their commitment across both SEIS and EIS qualifying companies, an investor's subscription will be allocated across the two schemes based on the Investment Commitment Bands listed below.

Alternatively, an individual investor may opt to have his entire Commitment dispersed under either SEIS or EIS.

Investment Commitment Band	% Invested Into SEIS	% Invested Into EIS
£5,000 to £30,000	40%	60%
£30,000 to £50,000	30%	70%
£50,000 to £100,000	20%	80%
£100,000 to £1m	10%	90%

Investment Model

Innvotec's business model is to raise and manage Funds in conjunction with carefully selected "Strategic Partners" – that possess specific knowledge and expertise.

Such a methodology allows Innvotec to access a continuous stream of pre-vetted and prequalified investment opportunities through the efforts of these partners. In parallel, the approach allows investee companies that have been identified and vetted by the strategic partner to "short-circuit" the lengthy and arduous process of accessing capital – with an increased probability of success – within a realistic time horizon.

Details of the performance of the OION Funds is available on the Innvotec website and is regularly updated. The first OION SEIS fund closed on 5th April 2015 and based upon BVCA guidelines has, to date, demonstrated capital growth in excess of 400% – before the income tax advantages are taken into account.

This level of return demonstrates that the collaborative model favoured by Innvotec ie its strategic partner programme is not just desirable, but effectively essential if the widest possible range of promising investment opportunities are to be accessed.

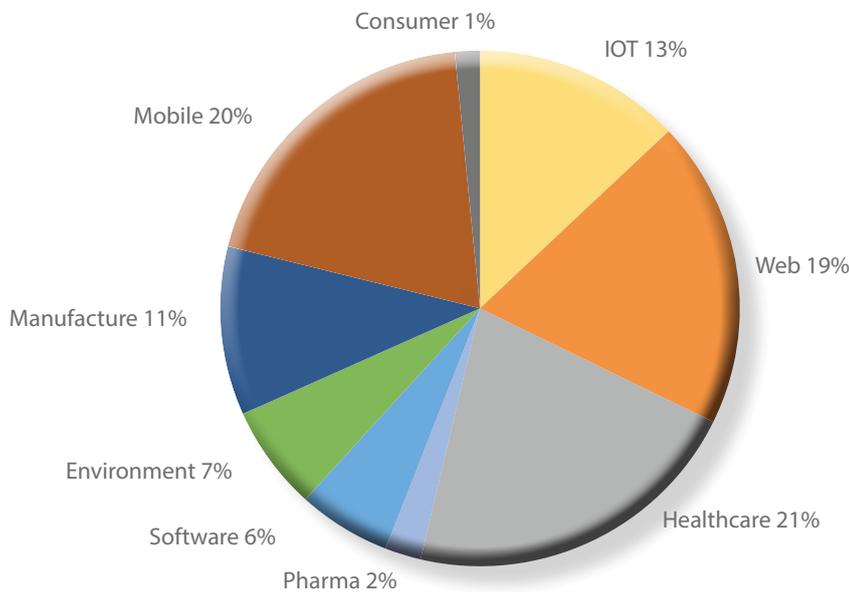
Analysis of the companies recently receiving investment from business angels, ie independent of the Innvotec-managed Funds, facilitated by OION's three separate business angel networks in recent years demonstrates three main sectors of activity per the pie chart below.

Healthcare/Medical Devices - at 21%

Mobile - at 20%

Web - at 19% of total investments

OION Limited - Apr 2014 to Jan 2018 Investment by Sector



It is anticipated that such a split of business activity will continue for the foreseeable future – given that they are the most structurally attractive sectors for the early stage investment marketplace. The geographic focus is UK-wide despite the three Business Angel networks being located in the Home Counties.

In parallel, and critically, OION will work closely with Innvotec helping to source and provide assistance to the entrepreneurs and their businesses during the critical post-investment stage.

With an “Evergreen” structure, the Fund will accept Commitments from Investors on a quarterly basis, and accordingly the Fund will be able to continue to support the best opportunities throughout the year.

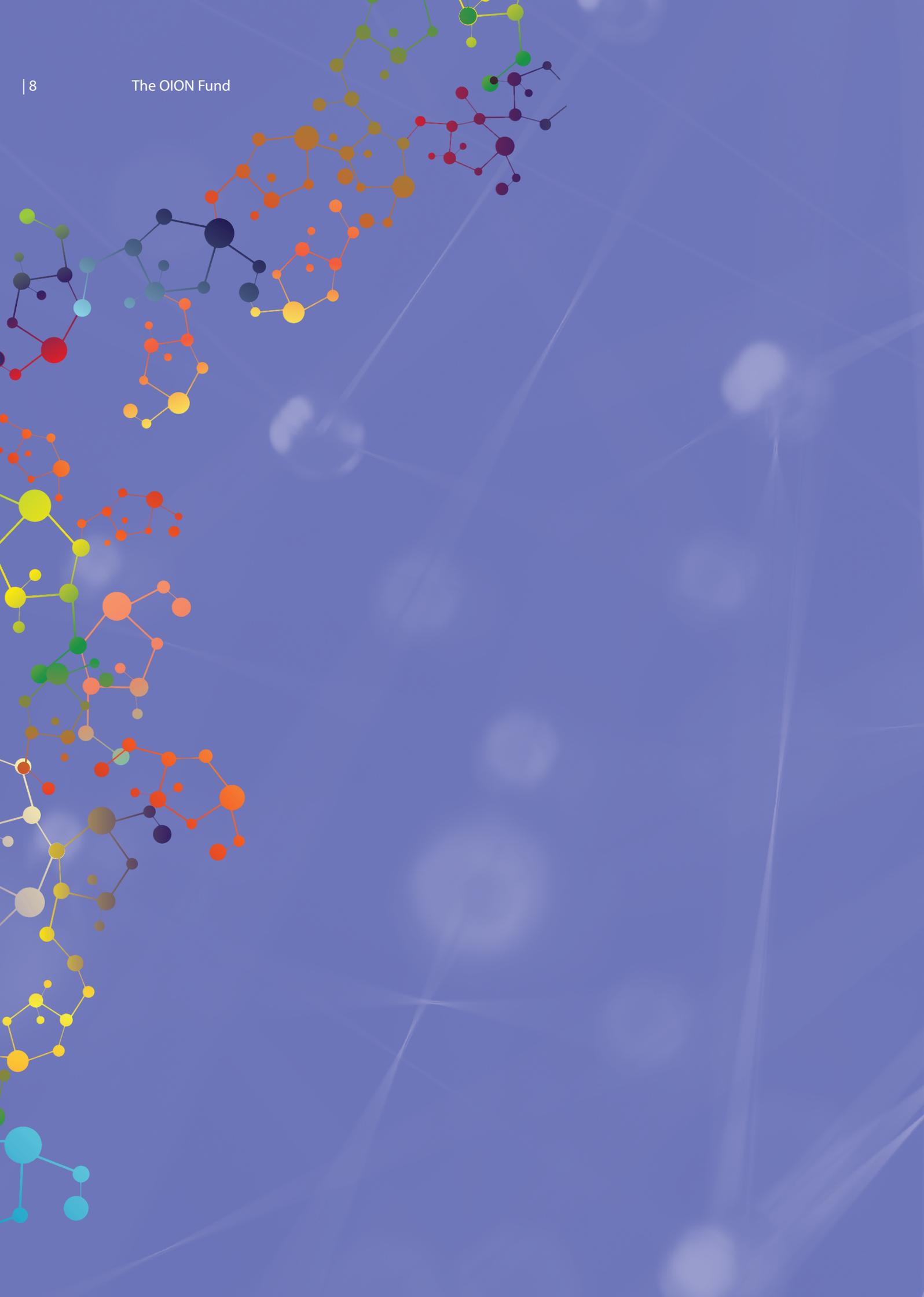
The Fund will have closing dates on each quarter day, being 31st March, 30th June, 30th September and 31st December in each year, if the calendar allows there is the prospect of investment on 4th April too.

The Manager intends that Commitments received by each closing date will be invested in the following three months.

By utilising The OION Fund’s structure and tax advantages within a managed and balanced portfolio of early stage and growth businesses, the Fund offers the individual Investor an approach to investing that provides an excellent opportunity to achieve significant tax-free capital gains whilst providing numerous practical benefits.

Existing Innvotec managed tax-efficient “growth” Funds are, on average, delivering good performance in both relative and absolute terms – before taking into account the accompanying tax reliefs.

Innvotec remains confident that the new OION Fund will continue to show a similar degree of success.



Contents

Fund Key Facts	10
<hr/>	
Fund Overview	11
Objectives	11
Focus	11
Offer	12
Why Invest in The OION Fund?	12
About Innvotec	12
About OION	13
Working closely with Investee Companies	13
The Fund and Its Relationship with OION	13
Tax reliefs available under The OION Fund	14
Prior OION SEIS Funds Current Portfolio Performance	15
Fund Fees	15
Fund Relationship with Investors	15
<hr/>	
The OION Ltd Team	16
<hr/>	
The Innvotec Ltd Team	16
<hr/>	
The Fund's Operation & Structure	17
Overview	17
Selection of Fund Investments	17
Sale of Investments, Termination of, and Withdrawal from, the Fund	17
Reporting and Post-Investment Monitoring	18
Dividends	18
Tax Advantages	18
<hr/>	
Fund Costs & Charges	19
Initial Costs	19
Adviser Charges	19
Introducing Agent Charges	19
Value Added Tax ("VAT")	19
Administration or Transaction Charges	19
<hr/>	
Risks	20
Investment Risks	20
Taxation Risks	21
<hr/>	
Fund Administration and Compliance Details	22
Closing Date and Fund Size	22
Split of Commitment between SEIS and EIS	22
How to Invest	22
<hr/>	
Appendix 1: Glossary of Terms	23
<hr/>	
Appendix 2: Taxation	26
<hr/>	
Appendix 3: Summary of The OION Fund Management Agreement	29
<hr/>	
Appendix 4: Examples of Investments within the two prior OION SEIS Funds	32
<hr/>	
Appendix 5: Examples of Target Companies	34
<hr/>	
Appendix 6: The OION Innvotec Working Relationship	36
<hr/>	

Fund Key Facts

Minimum Fund size;	£0.25m over a twelve month period – or at the Manager’s discretion
Maximum Fund size;	£5.0m
Minimum Commitment;	£5,000
Maximum Commitment;	Unlimited. However, on an annual basis, an individual’s tax relief under SEIS is only available on up to £100,000 of investment whilst the annual limit for EIS is £1m (£2m for knowledge-intensive companies).
Evergreen Fund;	The intention is that the Fund has no final termination date. An Investor’s Commitment will be classed as being fully realised once all of his or her holdings have been realised and exit proceeds have been returned in full.
Closing dates;	The normal quarter days 31st March, 30th June, 30th September, 31st December.
Initial Charge;	None - meaning that all of an Investor’s Commitment qualifies for SEIS and/or EIS Fund Tax Relief.
Management Fees;	An Annual Management Fee of 1.5% and a Performance Fee equalling 30% of any “upside” once the Investment Hurdle is reached. Both subject to VAT. As the Fund is fully invested at the outset, any and all fees can only be paid out of exit proceeds.
Investment Hurdle;	Also referred to as “Hurdle Condition” is triggered by an Investor having received on the realisation of all his or her holdings, and irrespective of whether investing through EIS, SEIS or a combination of both, at least 120% of gross Commitment nb pre tax rebate. This Hurdle is not a guaranteed or minimum return to Investors nor a minimum target.
Fund Focus;	Opportunities in start-up, early stage, and developing companies which have been pre-qualified for SEIS and/ or EIS investment.
Tax Relief;	Will be received on 100 % of an Investor’s Commitment.
Portfolio approach;	Each Investor will have their “own” Portfolio. The underlying shares will be held in a separate and designated account by Invotec (Nominees) Ltd, (the Custodian to the Fund) but the beneficial ownership in the shares will reside at all times with individual Investors. Each Investor will receive his or her SEIS or EIS certificates (one per Portfolio Company) directly to enable them to claim the appropriate tax reliefs.
Custodian;	Shares in Portfolio Companies will be registered in the name of Invotec (Nominees) Ltd with the designation OION Fund.
Manager;	Invotec Limited has been making investments in start-up and early stage opportunities for nearly 30 years and has been involved in raising and managing SEIS/EIS Funds for 9 years.
OION;	OION (Oxford Investment Opportunity Network Ltd and its investment network of the same name) is part of SQW Group Ltd, which offers a wide range of services to private companies and early stage businesses. These services include innovation centres and business advisers under Oxford Innovation, as well as its own investor networks and affiliated business angels under OION, TVIN & OEI.
Investment Period;	All Commitments received will be invested within three months of the relevant quarterly Closing Date, although the Manager withholds the right to invest over a longer period should the Manager, at its sole, discretion, determine that there are insufficient worthy opportunities.
Term;	The Fund Manager’s intention is to realise the maximum number of exits from the Portfolio between five and eight years from the date of investment and to have an orderly wind down of the Investor’s portfolio thereafter. The ultimate date of termination will depend on the Manager’s ability to generate sufficient exits from the Portfolio to ensure that only a minimum of shares in Portfolio Companies are distributed in specie to Investors.
VAT;	Is chargeable on all fees.

Fund Overview

Objectives

The OION Fund is a growth Fund, providing passive but interested Investors with the potential to make significant capital gains across a Portfolio of what, at the outset, will be small, but ambitious, emerging private companies.

The intention is that, over time, a significant number of Portfolio Companies will develop to the point where they can deliver J-curve growth in revenue, profit and value, and provide Investors in the Fund with tax-free capital gains.

The companies that will comprise The OION Fund Portfolio, be they SEIS or EIS qualifying, will primarily be in the early stages of their product and business development, and each will use the proceeds of investment to advance them on their growth curve.

Those in the EIS Portfolio will still be small private companies, but at a slightly more advanced stage – perhaps seeking a second or subsequent round of investment in support of growth.

Whether the holdings qualify for SEIS or EIS relief, these companies will have the potential to generate significant capital appreciation – although there is an accompanying level of risk.

Through a combination of rigorous project selection at the outset and subsequent active monitoring of the Portfolio Companies, the Fund Manager aims to reduce the risks – thereby helping enhance prospective returns for Investors.

As with its other Funds, Innvotec puts Investors' interests first, and is targeting The OION Fund to deliver a minimum targeted return of 120% on an Investor's Commitment i.e. before any income or CGT deferral tax reliefs are taken into account.

In parallel, and as a measure of its commitment to the Fund, the same minimum target rate will apply before any Performance Fee becomes payable to the Manager, n.b. the intention is that Investors on average should broadly receive a doubling of their "net" ie post tax-relief Commitment before any Performance Fee becomes payable. The actual amount of capital growth needed to trigger the Manager being entitled to a Performance Fee being dependent on the Investor's decision as to the options between EIS and SEIS investment that he or she decides to choose.

The Manager is confident that returns will exceed those necessary to trigger the Performance Fee, and when entering into an investment is looking for a minimum 3x return on amount invested.

Focus

The UK has long been recognised as a world leader in developing new and innovative technology.

Despite BREXIT, Innvotec remains confident the UK, and particularly London and the South-East, will remain a particularly attractive location and environment for start-up and early stage businesses.

However, it is equally recognised that investment opportunities emerge across the UK, and access to such opportunities through SQW Group's network of 24 Innovation Centres, as depicted on page 13, contributes to the successful identification of both embryonic and emerging businesses.

Accordingly, the Manager and OION will seek to nurture and develop relationships with both the existing and any new Innovation Centres operated by SQW Group across the UK.

In this way the Fund can maximise its opportunities for identifying high potential early stage businesses – both within geographic areas of high investment activity e.g. tech-cities, and those regions of the country which have traditionally received less focus from Capital-Centric Investors.

Whilst remaining broadly sector-agnostic in the companies it works with, OION has identified four sectors listed below and which offer particular synergies with its know-how and skills.

- **MedTech** – Eg, the provision of instant diagnostic data at the point of care. Reducing or eliminating the delay in results testing will catalyse faster diagnosis and treatment. This in turn presents significant opportunities for companies targeting the instant-diagnostic space.
- **The Internet of Things** – Eg, The Internet of Things revolves around cloud computing and networks of data-gathering sensors. Such leveraged data will enable apps to work together, anytime, anywhere. By 2020 the IoT is likely to consist of 50 billion devices connected through the Internet; this in turn will enhance productivity, create new business models, and generate new revenue streams.
- **Environmental/Green** – Eg, businesses offering products and services that help address the increasing concern of the populous in sustaining the environment and conserving the natural resources in and around which we live.

- **Artificial Intelligence** – the theory and development of computer systems able to perform tasks normally requiring human intelligence, such as visual perception, speech recognition, decision-making.

In addition, both Innvotec & OION believe that there is increasing potential within the Agri-Tech sector – Eg, investment in early stage agri-tech businesses within such areas as crop and livestock genomics/agri-engineering/crop and livestock health/the economics of agriculture. Such investment will specifically target and facilitate the use of technology as an enabler in the above.

Offer

The Fund will be a SEIS/EIS Fund, offering investors either or both type of tax relief.

On application to invest, Investors wishing to participate in the 'hybrid' option will have their Commitment allocated between SEIS and EIS eligible companies as indicated both within this document and in the Application Pack.

Alternatively, Investors may opt to have all their Commitment invested within either SEIS or EIS eligible companies.

- The minimum Fund size will be £0.25m or such other sum at the Manager's sole discretion.
- The maximum Fund size will be £5m.
- The minimum investor Commitment is £5,000.
- The investors Commitment will be invested in full – meaning tax relief on 100% of investment.
- The Offer will have its Initial Close on 31st March 2018 and thereafter closings will be on each quarter end – date.
- Innvotec can facilitate adviser and similar charges – subject to formal Investor consent.

Why Invest in The OION Fund?

Portfolio Companies will be either product or service based – with a high proportion being within the broadly-based technology sector.

Please see examples of previous investments and associated performance to date on page 15 and in Appendix 4.

The OION Fund will therefore provide Investors with:

- The opportunity to invest in SEIS/EIS qualifying companies – with, where required – a pre-defined proportion of their Commitment to be invested in both.
- An investment Portfolio of at least 4 companies in both SEIS and EIS portfolios from a quality, filtered "dealflow" identified by OION through its networks.
- Relevant SEIS/EIS Tax Reliefs in the current tax year, or available for carry-back to the immediate prior tax year.
- Highly competitive and totally transparent charges.
- An experienced and rounded Fund management team with a demonstrable "track-record" of investment success in emerging private companies.
- In OION, Innvotec has a long term Strategic Partner with specialist skills and knowledge, and a long history of successfully identifying private companies with growth potential.

About Innvotec

Innvotec is a long-established, FCA-regulated Small Authorised UK Alternative Investment Fund Manager (AIFM) that has been investing clients' funds in early stage and emerging companies for nearly thirty years.

Its business model is to solely work alongside knowledgeable and trusted Strategic Partners (such as OION) to raise and manage Funds designed to deliver above average performance to its clients whilst harnessing important tax reliefs.

Innvotec has a strong track record of investment under both EIS and SEIS, with nine previous EIS Funds and six previous SEIS Funds.

Current performance details on a Fund-by-Fund basis are available from Innovotec on request and published on the website.

About OION

Innovotec’s Strategic Partner for this Fund is Oxford Investment Opportunity Network (OION).

As part of SQW Group (www.sqwgroup.com), OION can access a wide range of complimentary services to growth focused businesses whilst taking advantage of the numerous contacts available through SQW’s work in the field of economic and social development.

These services include a nationwide network of innovation centres (see below) and a comprehensive network of business advisers, alongside OION’s own affiliated private investor networks – an active source of parallel investment in companies within the previous portfolios.

OION will be the Strategic Partner to the Manager and provide Innovotec, as the Manager, with portfolio company discovery and the target companies with entrepreneur-mentoring.

We have now entered the fifth year of the Innovotec/ OION collaboration and Investors will have the benefit of knowing that the Fund is receptive of investment throughout the year, that their Commitment will be fully invested inside three months and that all HMRC certificates will be provided in a timely and efficient manner.

OION will add value by providing filtered investment deal flow and via their network the necessary post-investment guidance to entrepreneurs, either directly or by “sign-posting” to such guidance.

- Stockport Business and Innovation Centre
- Workop Turbine Innovation Centre
- Mansfield i-Centre
- Newark Beacon Innovation Centre
- Harborough Innovation Centre
- Scott Bader Innovation Centre
- Cherwell Innovation Centre (Upper Heyford)
- Bicester Innovation Centre
- Witney Business and Innovation Centre
- Oxford Centre for Innovation (Head Office)
- One St Aldates
- Culham Innovation Centre
- Harwell Innovation Centre
- Bracknell Enterprise and Innovation Hub
- Lily Hill House (Bracknell)
- CEME Innovation Centre (Dagenham)
- Nucleus Business and Innovation Centre (Dartford)
- Ocean Village Innovation Centre (Southampton)
- Fareham Innovation Centre (at Daedalus)
- Portsmouth Technopole
- Bordon
- Tameside
- Future Space (UWE, Bristol)
- Innovation Factory (Belfast)



Working closely with Investee Companies

- Innovotec will have the option to represent the Fund by virtue of a seat, in most instances, on the boards of Portfolio Companies, or most likely as a board observer – thereby helping to support subsequent business development.
- OION will have a key role of assisting Innovotec in its regular reporting to Investors in the Fund by monitoring the performance of individual companies.
- Portfolio Companies and their management teams will be encouraged to target an exit within 8 years.

The Fund and Its Relationship with OION

The Fund is a logical extension of OION’s activities and collaborative capabilities – as evidenced with its participation in the two previous SEIS Funds.

The Fund will benefit by the OION business angel networks’ ability to attract and filter investment opportunities. The active business angel networks provide meaningful levels of co-investment, critically, during portfolio companies formative period.

The businesses will benefit from OION’s involvement with other business units in the SQW Group especially in being able to access experienced management resource on an as needed basis.

The OION team will also provide additional support and guidance across what is typically an ongoing and wide variety of capital-raising.

Specifically, OION manages three self-financing private investor networks, listed below, which raise investment for start-up and growing companies:

- OION: Oxford Investment Opportunity Network was established in 1994 and is one of Europe's most successful technology focused business angel networks, linking investors to companies with high growth potential and strong barriers to entry.
- TVIN: Thames Valley Investment Network was established in 2003 and targets companies with a focus on first mover advantage seeking expansion investment from having made first sales.
- OEI: Oxford Early Investments was established in November 2004 and provides a wider range of early stage investment opportunities, often where management-level support in addition to investment is sought.

Over the last 10 years, these three networks facilitated around 100 companies to raise in excess of £13.5 million – directly from within its own network of private investors – which has in turn, been further leveraged to raise total investment from third parties in excess of £75 million.

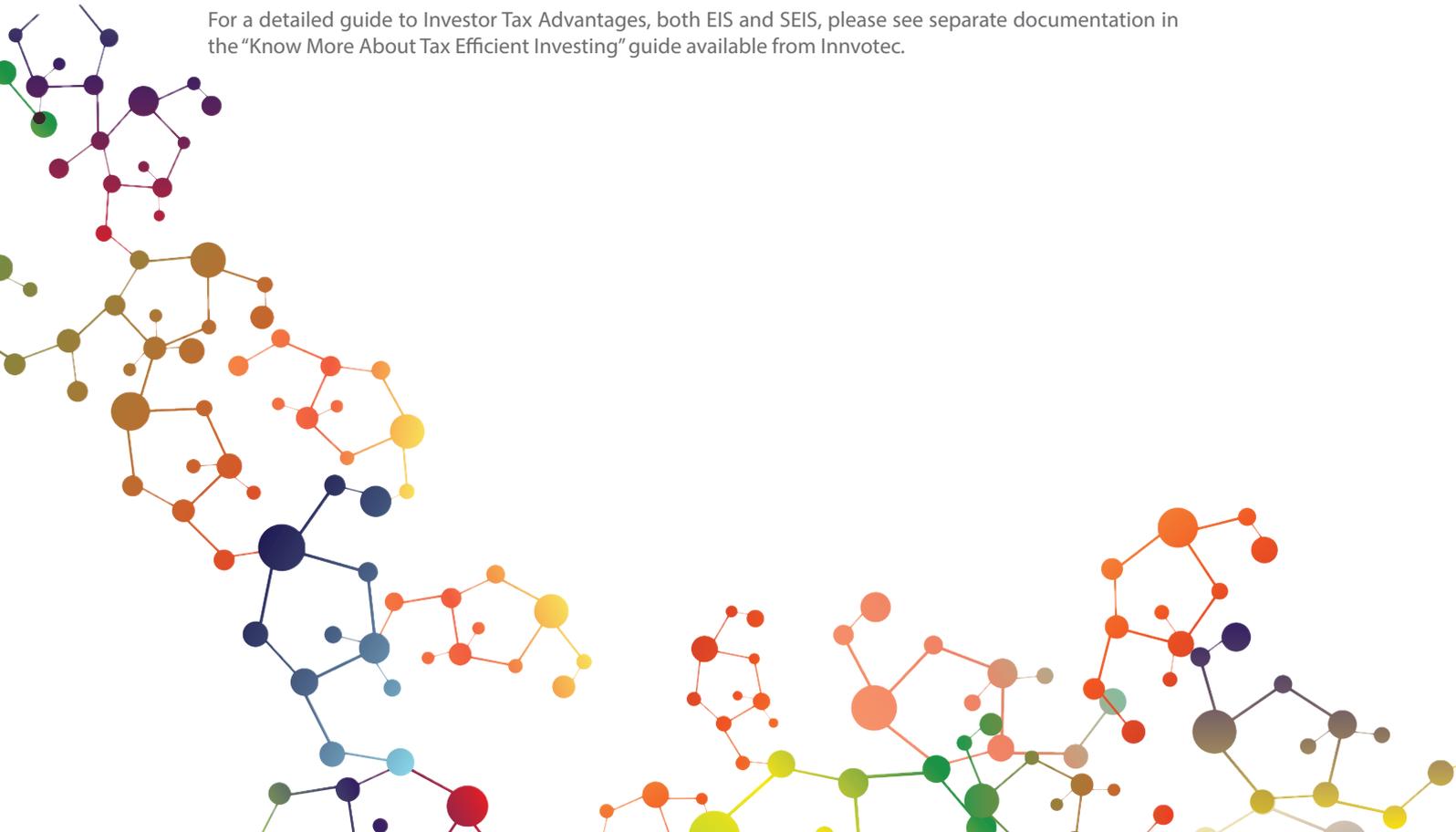
Current OION investment statistics since 2009 are summarized below:

Sector	Number of investments	Total funding raised by portfolio companies	OION participation via its three networks		
			Total £M	%	Average £k
Digital/Service	56	£22.90	£6.00	26%	£107
Technology	32	£18.10	£2.80	15%	£87
Science based	29	£22.20	£3.70	17%	£129
Total/Average	117	£63.20	£12.50	20%	£107

Innvotec will remain responsible for all aspects of managing the Fund including Investor reporting, and critically is alone responsible for approving and completing all investments made.

Tax Reliefs available under The OION Fund

For a detailed guide to Investor Tax Advantages, both EIS and SEIS, please see separate documentation in the "Know More About Tax Efficient Investing" guide available from Innvotec.



Prior OION SEIS Funds Current Portfolio Performance

*as at the date of this document

Investments have been made into twenty three companies with a sector split as follows:

Investment Sector	Percentage Growth in PPS
<i>Data management</i>	42%
<i>Analytics</i>	129%
<i>FinTech</i>	107%
<i>MedTech</i>	61%
Blended Overall Equity Growth	72%

These investments have to date proven successful and based on the price per share paid by incoming investment from third parties have shown average growth in value of 72%.

For examples of Investments within the prior OION SEIS Funds please see Appendix 4.

Fund Fees

As an incentive, Innvotec and OION will be entitled to a total Performance Fee of 30% of the returns to Investors once Investors have received back their gross Commitment plus 20% (the "Hurdle Condition").

An Annual Management Fee of 1.5% covers reporting to Investors along with the Fund's administration and accounting, such fee is deferred until exits arise and there is cash in the Fund to pay.

If there is insufficient capital returned to meet unpaid fees due to the Manager once all the Investors holdings have been exited, the Manager shall write-off and bear any amounts so owed.

The intention is that all Commitment will be invested in the quarter following an Investor's Commitment.

There are no other fees to be paid by the Investor during the lifetime of the Fund and SEIS/EIS Tax Relief will be received on 100% of an Investor's Commitment.

Fund Relationship with Investors

The structure of the Fund is such that each Investor enters into a separate Fund Management Agreement with Innvotec to provide a discretionary, portfolio investment management service that is in line with the Investors' wishes as to the type or types of tax relief sought.

Each Investor will be able, if such an option is sought, to specify within the prescribed bands the percentage of his or her Commitment allocated to each of EIS and SEIS.

Subscriptions for the Fund will be accepted up until each quarter's Closing Date.

To help maintain the price per share paid by the Fund in subsequent Portfolio Company Fundraisings, the intention is that Innvotec will work alongside OION to help identify and, on occasions, through other Funds that Innvotec manages, provide further investment for the most promising of the Portfolio Companies.

However, there is no guarantee that any Portfolio Company will receive subsequent investment from either the Fund, third parties or other Funds managed by Innvotec.

The overriding factor for the Manager is to maintain the highest possible equity stake for the Fund in any Portfolio Company over what are likely to be multiple Fundraisings.

Specifically, it is important to ensure, as far as is possible, that any further equity raised is at a price per share that at least matches the price paid by the Fund.



The OION Ltd Team



Jens Tholstrup is Managing Director of Oxford Investment Opportunity Network (OION), Development Director SQW Group and Senior Advisor, Oxford Economics.

Previously, was Managing Director UK, Oxford Economics, Executive Director, Oxford Analytica and Executive Director UBS.

Jens holds a MA in PPE and an MSc in Economic History, both from the University of Oxford. Jens is a trustee of the International Institute for Strategic Studies (IISS), Visiting Business Fellow at the Smith School of Enterprise and the Environment at Oxford University, a governor of St Clare's, Oxford and a Trustee of Charity Mentors Oxfordshire. He is a member of the Society of Business Economists (SBE).



Eileen Modral is the Investment Network Manager for Oxford Investment Opportunity Network (OION) and Oxford Early Investments (OEI).

Eileen has been instrumental with developing the Angels4LifeSciences pilot programme working closely with Nesta and the BIA. Eileen is also part of the delivery of Enterprise Europe Network with emphasis on Access to Finance and a Board Member of Venturefest in Oxford.



Richard Cooper is the Investment Network Manager for the Thames Valley Investment Network (TVIN) which focuses on innovative, early-stage technology and digital companies with high growth potential.

Richard has run two early stage software companies. He led the Oxford Innovation Access to Finance team for the government Funded Growth Accelerator initiative and leads the Strategic Finance division of Oxford Innovation Business Solutions.

The Innvotec Ltd Team



John Marsden has spent 35 years in early stage venture capital, of which the last 30 years have been in Fund management. His earlier years were as a financial director of an international music publisher and as European Director of finance in a US computer company.

His involvement in venture capital started as a director of a venture backed media-technology business and then as part of a company doctoring team undertaking assignments in underperforming venture investments.

John progressed to Fund management in 1986 when he joined Baillie Gifford to head their technology team before joining Innvotec in 1990 and becoming Managing Director in 2001. John is a qualified chartered accountant.



Nick Gurney-Sharpe has worked in Private Equity since 1986, and is currently both a director of Enterprise Private Capital and a Chief Investment Officer at Innvotec, where for seven years he was responsible for managing 3en Ventures. Nick has also been responsible as chief investment officer for the previous collaborative SEIS Funds run in concert with OION.

Previously Nick worked in private equity at CDC Capital Partners and 3i plc. Prior to this Nick held commercial positions with Kraft and Procter & Gamble.

Nick was for ten years a member of the Financial Services Authorization team within ICAEW. Nick holds an MBA, has attended Harvard Business School.

The Fund's Operation & Structure

Overview

Innvotec is responsible for the safekeeping of investments, settlement of transactions, and collection of any income as well as sale proceeds, together with all other administrative matters in relation to the Investments and Management of the Fund.

With regard to voting rights in Portfolio Companies, Innvotec will act or refrain from acting at its sole discretion and as it sees fit.

Innvotec Nominees Ltd, as the registered holder of shares owned by Investors, is not obliged to forward any notices from portfolio companies to Investors in the Fund.

Selection of Fund Investments

The initial screening and selection of the Fund's Investments will be conducted by OION, but any and all Investments will only be made on terms acceptable to Innvotec after undertaking its due diligence.

Innvotec will make its decisions on the basis of whether each investee company will continue to remain SEIS or EIS qualifying, as well as being able to fulfill the Fund's investment criteria and meeting its own strategy and objectives over time.

Innvotec is not restricted to investing solely in those companies identified by OION, but providing there are sufficient suitable opportunities, Innvotec will endeavor so to do.

Innvotec will be solely responsible for all investment decisions.

While Innvotec and OION work closely together, each has its own responsibilities and duties in relation to the management and thus the future success of the Fund, see appendix 6 for details.

Sale of Investments, Termination of, and Withdrawal from, the Fund

The Fund is best described as "Evergreen", this means it has no fixed term and Investors' Commitments will be received – and invested – on a quarterly basis.

The intention is for each Investor to have a defined Portfolio within the Fund and it is the Manager's intention to secure an orderly realisation of each Investor's Portfolio of investee companies as soon as possible after an indicative five-year holding period.

Portfolio Companies will, at the time of Investment, typically be at the earlier stages in their growth and as such, the risk in the Fund is above average.

Each Portfolio Company is likely to require further cash to fund growth and there is no guarantee that further funds can be raised per se, or at a per share valuation that is at least the equivalent of the price per share at which the Fund will have invested.

There will be a gradual realisation of Investments prior to an Investor's interest in the Fund terminating.

The cash proceeds of realised Investments will be placed on deposit and held as Client Money in accordance with FCA rules; alternatively, it may be invested in fixed interest government securities or other investments of a similar risk profile pending distribution to Investors.

On termination of an Investor's interest in the Fund, proceeds will be paid or will have already been paid in instalments to Investors in advance of the Investor's Portfolio being fully realised subject only to the approval of HM Revenue & Customs that all Portfolio Companies have maintained qualifying status.

Innvotec does not intend to dispose of or realise any holdings in Portfolio Companies within a minimum period of three years following the making of such investments as this would result in a loss of Investors' Tax Relief.

However, there may be circumstances when Innvotec deems it to be in the best financial interests of Investors to dispose of or otherwise realise an Investment before the expiry of such minimum three-year period, despite the loss of associated Tax Relief, and reserves the right to do so.

Innovotec has sole discretion over determining the timing of any disposals or realisations.

Any partial disposal or other realisation of an Investment will be on the basis that each Investor disposes of a pro-rata number of his or her shares.

On the ultimate termination of the Fund, should any holdings within an Investor's Portfolio not be realised, an Investor can decide whether he or she wishes to receive a transfer of the shares relating to all of his or her Investments remaining in the Fund or wishes the Fund Manager to sell all those Investments.

Any such sale will depend on there being a market for the shares, in which case, the sale proceeds will be paid to the Investor.

Investors are entitled to withdraw in full (but not in part) from the Fund at any time. Investors who withdraw from the Fund inside three years will lose any SEIS or EIS reliefs and may incur external transaction and exit costs from such a withdrawal.

Given the nature of the underlying Investments in the Fund i.e. shares in unquoted companies, and a commitment (other than in the initial quarterly closing) to invest fully within 3 months of each Closing Date, it is unlikely that there will be sufficient cash in the Fund to make any repayment or even part repayment in cash.

Reporting and Post-Investment Monitoring

Investors in the Fund will receive from Innovotec notification of each Investment made after the end of what will be a maximum three months Investment Period, and semi-annual reports detailing their individual Investment Portfolio and including progress reports on companies within that Portfolio.

Innovotec may seek the right to appoint a non-executive director or board observer to each of the Portfolio Companies in order to represent Investors' interests and to report to the Fund Manager.

Every Portfolio Company will be required to provide Innovotec with regular management information, to enable close monitoring of the progress of the company.

Dividends

Given the nature of the underlying companies, Innovotec does not anticipate that any investment will yield a dividend. In the unlikely event that dividends from any Portfolio Company are received, these will be distributed to Investors as soon as practicable after receipt. Any income received on shares held through the Fund may be subject to income tax in the hands of an Investor.

Tax Advantages

The OION Fund will invest only in SEIS or EIS Qualifying Companies and thereby allow the funds qualifying Investors to utilise, if they wish, the resultant taxation advantages.

Qualifying Investors should be in a position to claim Tax Relief on their Investments through the Fund in respect of either the current tax year or carry back to the prior tax year for the amount invested in the Qualifying Companies.

Taxation treatment depends on the individual circumstances of the Investor.

An expanded and detailed guide to such investor tax advantages is available from Innovotec.

Fund Costs & Charges

Initial Costs

The initial costs and expenses incurred in setting up the OION Fund (the "Initial Cost") will be met in full by the Manager.

Innvotec will be responsible for paying all legal, issue and start-up costs and undertakes to do so.

An Investor can, at his or her own discretion, authorise Innvotec to make a payment from his or her Commitment to the Fund to a nominated intermediary or adviser.

Adviser Charges

Adviser charges are costs that individual Investors have agreed with their advisers in payment for the advice they have provided. If agreed between an individual Investor and their adviser, Innvotec can facilitate any agreed charges to the adviser from that individual's subscription to the Fund. Innvotec will deduct such costs from the individual's Commitment and pay them to their adviser.

Introducing Agent Charges

For non-advised (execution only) applications, a charge may be levied by an introducing agent if the individual Investor has one. Such a charge will be agreed in advance with the Investor concerned and Innvotec will deduct such agreed costs from that Investor's Commitment and pay them to their introducing agent.

Value Added Tax ("VAT")

All charges and fees referred to in this Information Memorandum are stated exclusive of VAT which shall be payable in addition thereto at the prevailing rate.

Administration or Transaction Charges

Apart from the Annual Management Fees and Performance Fees, no other fees or expenses (including administration fees, custodian fees, transaction fees or costs for transferring investments into the name of an Investor entitled thereto) will be directly payable by an Investor to Innvotec, or to Innvotec (Nominees) Limited, the initial registered holders of all shares in the Portfolio Companies.

Subject to their own tax status, each Investor will receive SEIS or EIS Tax Relief on 100% of his or her Commitment to the Fund.

Investor Fees

As outlined under Fund Fees on page 15.

Risks

An investment in the Fund is subject to a number of risks given the nature of the private companies targeted. Before making any investment decision, prospective Investors should consider carefully the risks attaching to an Investment in the Fund together with fully reviewing all other information contained in this document, including, in particular, the risk factors described below. This information does not purport to be exhaustive.

Additional risks and uncertainties not presently known to the Fund Manager, or that the Fund Manager currently deems immaterial, may also have an adverse effect on the businesses of the Portfolio Companies. Potential Investors should consider carefully whether an Investment in the Fund is suitable for them in the light of the information in this Information Memorandum and their personal circumstances.

Potential Investors should read this Information Memorandum in its entirety and consider the particular risk factors that follow when assessing the suitability of a Commitment to the Fund.

Investment Risks

The Fund will primarily invest in either identified start-ups or known, but still relatively early stage, opportunities, such a focus increases both the risks and the potential rewards for Investors.

Potential Investors are recommended to seek independent financial and tax advice before committing. Please note that an investment in the Fund is speculative and the Fund Manager is unable to provide you with advice about whether you should commit to the Fund.

- The OION Fund Portfolio will comprise investments in unquoted companies that are start-up or small, early stage businesses or similar, and unlikely to be profitable or cash generative at the time of investment and, as such, have to be viewed as carrying a higher than average level of risk.
- The value of shares can go down as well as up and this could result in an Investor incurring a partial or total loss of his or her Commitment. A potential Investor that cannot afford to lose all of his or her Commitment to the Fund should not consider committing.
- There is no guarantee that the valuation of shares in a Portfolio Company will fully reflect their underlying net asset value or that the shares may be acquired or disposed of at that valuation, or at all.
- The past performance of other Innvotec managed Funds is not a guide to the future performance of the Fund.
- The past performance of any investment(s) is not to be regarded as an indication of the future performance of that or any investments made by the Fund. No guarantee is given as to the performance of investments made by the Fund or the level of capital gains or income that will be generated by such investments.
- The Fund will invest in unquoted companies whose securities are not publicly traded or freely marketable and, as such, the market for their shares is illiquid and uncertain by its nature. This results in a higher level of risk than a portfolio of quoted shares.
- It may take considerable time to realise any of the Fund's investments or it may not be possible to realise them at all.
- It may be difficult to obtain accurate information to determine the current value of the Fund's investments and market makers are unlikely to be prepared to deal in them.
- There can be no guarantee that the commercial objectives of the underlying Portfolio Companies will be achieved.
- Subscription to a Fund such as this should not be considered a short-term investment. Should any withdrawal within a minimum period of three years after investments into Portfolio Companies be possible, it will result in the loss of EIS or SEIS relief on those investments. The Fund Manager intends to begin to seek exits for the underlying investments made by the Fund after five years with the objective of an exit across an Investor's entire Portfolio within eight years, but given the stage of development of the companies, it is possible that investments could be held for eight years and perhaps considerably longer.
- The unquoted companies targeted by the Fund will have small management teams and are highly dependent on the skill and commitment of a small number of individuals.
- Smaller unquoted companies requiring more than one round of additional equity of the type provided by the Fund commonly experience significant change and carry higher risks than investments in larger or more established businesses.

- Technology or scientific research related risks may be greater in small, unquoted companies, although this may be justified by the potential for significantly higher returns from such investments.
- The level of debt (or any other prior ranking Funding or securities) used by Portfolio Companies may significantly increase risk.
- The assets, including IPR, held by Portfolio Companies may be charged as security to other Funders. Accordingly, if the terms set out in the security documents are not adhered to, the chargee may enforce its security and the Portfolio Company will no longer control those assets.
- The returns generated by the Fund may be affected by changes to bank base rates. The Portfolio Companies may have cash on deposit prior to beginning to trade and the profits generated from the trade may also be affected by the level of interest rates.
- The Fund may be the holder of minority interests in Portfolio Companies and accordingly may have little or no ability to influence how the business of that company is conducted. This may also include sale of a Portfolio Company within the three year holding period if the financial gain is deemed attractive, and, although considered unlikely, a revocation of SEIS or EIS status or adverse shareholder rights being imposed by a later investor.
- Changes in economic conditions and the political climate can adversely affect the prospects of the Portfolio Companies.

The above list is not intended to be comprehensive.

This Information Memorandum contains forward looking statements which reflect the Fund Manager's view of future events and outcomes. Actual events could lead to outcomes that differ materially from those in the forward looking statements. Potential Investors are cautioned not to place undue reliance on such statements.

Taxation Risks

It is the intention of the Fund Manager to make investments in identified unquoted companies that are qualifying under current SEIS or EIS legislation at the time of investment. However, the Fund Manager cannot guarantee that all Investments will continue to qualify for any SEIS or EIS Tax Relief or indeed the continued availability of SEIS or EIS Tax Reliefs to the Investor relating to any individual Investment.

This in turn depends on compliance with the requirements of the SEIS and EIS tax legislation by both the Investor and Portfolio Company.

The sale or other disposal of shares in a Portfolio Company within the period of three years following their issue will result in any income tax saved from making of the Investment becoming payable to HM Revenue & Customs.

The levels and bases of reliefs from taxation may change or such reliefs may be withdrawn. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of Investors initially and throughout the holding life of the Investments.

The dates on which initial SEIS and EIS Tax Relief and Capital Gains Tax Reinvestment Relief are available are known only when the Fund makes its underlying Investments. Any delays in investment into the Fund's Qualifying Companies may have a "knock on" effect on the opportunity to defer capital gains tax on an earlier disposal.

The ability of the Investor to obtain the tax reliefs referred to in this document is subject to the Investor making the proper claims to HM Revenue & Customs within the requisite time limits and the Investor may lose such reliefs if the relevant claim is not so made.

The Fund has been designed with United Kingdom resident tax payers in mind. It may not be appropriate or advantageous for a person who is not resident in the United Kingdom for tax purposes to invest in the Fund.

The Fund Manager will not normally take into account the individual tax positions of Investors and therefore the actions of the Fund Manager or Portfolio Companies could give rise to a partial loss of the Investor's SEIS or EIS Tax Relief or other tax advantages.

An Investor should be aware that SEIS or EIS Tax Relief and Capital Gains Tax Reinvestment Relief is only available on the amount actually invested on his or her behalf in Qualifying Companies, not on the total amount of his or her Commitment to the Fund.

Taxation treatment depends on the individual circumstances of the Investor and may change in the future.

Fund Administration and Compliance Details

Closing Date and Fund Size

The Fund will be open to applications on each of the normal quarter days. (“**The Closing Date**”).

The minimum subscription by an Investor in the Fund is £5,000 and in multiples of £1,000 thereafter. There is no maximum subscription, although SEIS Tax Reliefs and Capital Gains Tax Reinvestment Reliefs for each Investor are only available for up to £100,000 in aggregate invested in a tax year (whether invested through the Fund or otherwise), the corresponding limit for EIS is £1m and £2m for knowledge intensive companies.

The maximum aggregate subscriptions to the Fund in any twelve month period will be £5,000,000. If applications to subscribe in excess of this amount are received, subscriptions will then be accepted by the Fund Manager in the order in which they have been received. Accordingly, subscriptions in excess of this amount will be returned by the Fund Manager to the relevant applicant.

The Manager, at its sole discretion, reserves the right to increase the maximum size of the Fund should demand warrant such an increase.

The Manager has sole discretion on the minimum subscription to be raised for the Fund. However, as at the date of this Memorandum, it is the Manager’s opinion that the minimum viable aggregate commitments to the Fund will be £250,000 over a twelve month period.

Split of Commitment between SEIS and EIS

Each Investor’s Commitment to the Fund will be invested either exclusively in SEIS or EIS companies. Alternatively Investors may commit to a blend of SEIS and EIS qualifying companies, the amount to be invested in each being determined by their absolute level of Commitment per the following table:

Commitment Band	% Invested Into SEIS	% Invested Into EIS
£5,000 to £30,000	40%	60%
£30,000 to £50,000	30%	70%
£50,000 to £100,000	20%	80%,
£100,000 to £1m	10%	90%

For those investors opting for a combination of SEIS & EIS, the intention is to build a balanced portfolio of at least four holdings in both categories with companies at varying stages of their development cycle.

The projected blend of an investment across SEIS and EIS will provide an average income tax relief to the investor of between 32% and 38% – depending upon the amount and split of Commitment per the above table.

How to Invest

An Application Form and a copy of the Fund Management Agreement are available on request from Innvotec. The form should be completed in full and returned to Innvotec plus a cheque or a completed telegraphic transfer for the amount subscribed.

Innvotec is required to seek information from potential Investors to assess whether they have the knowledge and experience necessary to understand the risks connected with a Commitment to the Fund.

Potential Investors will be required to have completed the Client Suitability and Appropriateness Form, which accompanies the Application Form, prior to making a Commitment.

1

Appendix 1

Glossary of Terms

AIM - The Alternative Investment Market of the London Stock Exchange.

Annual Management Fee - The annual management fee payable to the Fund Manager as described in this Information Memorandum.

Application Form - An application form to invest in the Fund in the form provided by the Fund Manager.

Applicable Investor - Means (1) professional clients, (2) retail clients who confirm that, in relation to a Commitment to the Fund, they have received regulated investment advice or investment management services from an authorised person, (3) retail clients who are venture capital or corporate finance contacts (4) retail clients who self-certify or are certified as sophisticated investors, (5) retail clients who are certified as high net worth investors or (6) retail clients who certify that they have not invested, and will not invest, more than 10% of their net investible assets in non-readily realisable securities.

Approved Bank - National Westminster Bank plc or any authorised banking institution in the United Kingdom that is a member of the Financial Services Compensation Scheme as may be nominated by the Fund Manager.

Capital Gains Deferral of CGT (section 150C and Schedule 5B of the Taxation of Chargeable Gains Act 1992).

Client Suitability and Appropriateness Form - The questionnaire to be completed by each Investor, which accompanies the Application Form.

CGT - Capital Gains Tax.

Capital Gains Tax Reinvestment Relief - Relief from CGT (Section 5B of the Taxation of Chargeable Gains Act 1992).

Closing Date - The final date on which an application to the Fund will be accepted in any calendar quarter, the quarter closing days being 31st March, 30th June, 30th September and 31st December.

Commitment - An amount of money subscribed to the Fund by an Investor on signing the Application Form.

EIS - Enterprise Investment Scheme as set out in Chapter 4 of Part 5A Income Tax Act (ITA 2007).

EIS Qualifying Company - A company which is a qualifying company for EIS purposes.

EIS Tax Relief - Relief from income tax and CGT payable under EIS legislation.

FSMA - The Financial Services and Markets Act 2000 (as amended).

FCA - The Financial Conduct Authority.

FCA Rules - The rules contained in the FCA's Handbook of Rules and Guidance as amended from time to time.

Fund - The OION Fund.

Fund Manager or Manager - Innvotec Limited or such other Fund manager as may be appointed under the Fund Management Agreement.

Fund Management Agreement - The Fund Management Agreement to be entered into between the Investor and Innvotec Limited as the Fund Manager as summarised in this document and a copy of which is appended to the Application Form.

Gross Commitment (or Subscription) - An amount committed by an Investor on signing the Application Form.

HMRC - HM Revenue and Customs.

Income Tax Relief - An amount to be set off against an Investor's liability to pay income tax.

Information Memorandum - This information memorandum for The OION Fund.

Initial Charge - The initial charge of £nil payable by the Investor to the Fund Manager on acceptance of the Investor's Application Form as detailed in this Information Memorandum.

Innovotec - Innovotec Limited (registered in England and Wales under company number 02030086) whose registered office is at Stable Cottage, Castle Hill, Rotherfield, East Sussex, TN6 3RR.

Investee Company - A company in which the Fund Manager makes an Investment on behalf of the Investors.

Investment Period - the period of three months following the relevant Closing Date.

Investor - A person who completes an Application Form to invest in the Fund which is accepted by the Fund Manager, who completes a Client Suitability and Appropriateness Form and who enters into a Fund Management Agreement with the Fund Manager and thereby makes a Commitment to the Fund.

Nominee - Innovotec (Nominees) Limited (which is a subsidiary of the Fund Manager) or such other nominee (which may be an associate of the Fund Manager) as may be appointed by the Fund Manager from time to time to carry out safe custody and related services in relation to an Investor's Commitment to the Fund and to be the registered holder of investments in Portfolio Companies.

Non Readily Realizable Investment - Investments which are not Readily Realizable Investments and in which the market is limited or could become so; they can be difficult to deal in and it can be difficult to assess what would be a proper market price for them given there is no secondary market.

OION - Oxford Investment Opportunity Network Limited - acting as strategic partner and adviser to the Fund.

OION Fund Qualifying Company - A company which is a qualifying company for OION Fund purposes.

OION Fund Tax Relief - Relief from income tax and CGT payable under the appropriate SEIS and EIS legislation.

Performance Fee - The Performance Fee payable to the Fund Manager as mentioned in this Information Memorandum and more fully described in Schedule 10 of the Fund Management Agreement.

Portfolio - In respect of an Investor, the investments made through the Fund which are allocated to him or her and which are registered in the name of the Nominee as nominee for that Investor. In respect of the Fund, the group of companies that receive investment from the Fund.

Portfolio Company - A company that has received investment from the Fund.

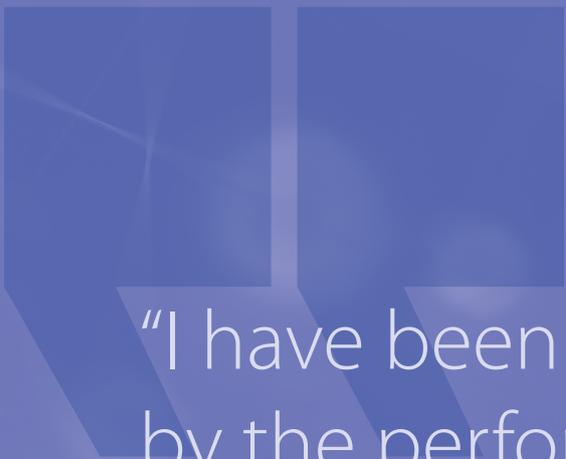
SEIS - Seed Enterprise Investment Scheme as set out in Chapter 4 of Part 5A Income Tax Act (ITA 2007).

SEIS Qualifying Company - a company which is a qualifying company for SEIS purposes.

SEIS Tax Relief - relief from income tax and CGT payable under SEIS legislation.

VAT - Value added tax.





“I have been delighted by the performance of the first OION fund - which is already showing significant capital growth. The communication from the fund management team has been exceptional, and has made the tax offset of my investment both straightforward and transparent.”



2

Appendix 2

Income Tax and Capital Gains Tax – Implications of Investment in the Fund – Summary

These notes are only intended to provide a brief summary of the tax advantages available under current legislation and HM Revenue & Customs (“HMRC”) practice. Legislation and HMRC practice may change.

The rates of tax and tax relief may be altered and/or the levels and bases of reliefs from taxation may change. The tax reliefs referred to are those currently available, and are personal to the Investor. Their value depends on the individual circumstances of the Investor.

Investors are advised to obtain advice from their own professional advisers as to their tax position in respect of their Portfolio.

An expanded and detailed guide to such investor tax advantages is available from Innvotec, per the “Know More About Tax Efficient Investing” guide.

Tax Planning

The OION Fund has not been approved by HM Revenue & Customs for “approved Fund” status.

Tax Relief under an unapproved Fund such as the Fund is granted in either the tax year when the investment into a Qualifying Company is made and shares issued, or the prior tax year (at the Investor’s request) and not the tax year when the Fund is closed as would be the case with an approved Fund.

It should be noted that for Capital Gains Reinvestment Relief purposes, and in the case of the three year holding period for CGT Exemption, it is the date the investment in the Qualifying Company is made that is relevant.

A detailed guide to such investor tax advantages is available from Innvotec.

Claiming SEIS and EIS Tax Relief and Timings

To claim SEIS and EIS Fund Tax Relief, each Investor will receive the appropriate compliance certificates issued by HMRC in respect of each of the Investor’s qualifying investments.

Each Portfolio Company will apply in the first instance to HMRC for certificates to be issued to each Investor.

Typically, under SEIS, given the four months trading rule, Investors can expect their certificates some six to eight months after the investment is completed. Whilst under EIS, the likely time frame for receipt of certificates is within three months of the investment being made.

Qualifying Companies

The Fund Manager will only make investments in Qualifying Companies, as described below.

Each Qualifying Company in which the Fund Manager makes an investment must initially (i.e. at the time of issue of the shares) not be listed on a recognised stock exchange, and there must be no formal or confirmed arrangements in place for it to become so listed.

Companies whose shares or securities are dealt in on AIM and SDX are treated as unquoted for tax purposes. The Qualifying Company must have a permanent establishment in the United Kingdom starting at the time of issue of the shares and ending three years later.

The shares must be issued to raise money for the purpose of a “qualifying business activity” and the money raised must be spent accordingly.

The qualifying business must already be in existence, but, in the case of SEIS companies, for no more than two years, and trading needs to commence within two years of the Fund shares being issued or if the company is carrying out research and development, it must be with a view to the business subsequently starting a new qualifying trade.

In addition, throughout the relevant period (the period from the issue of the shares in the Qualifying Company to the date three years from the date of issue of the shares or, if later, in the case of SEIS qualifying shares, from the commencement of trade) it must not be a subsidiary of, or be controlled by, another company.

It must either exist to carry on a qualifying trade or else be the parent company of a group that has qualifying trades; and there must be no arrangements in existence for the company to become a subsidiary of, or be controlled by, another company.

A Qualifying Company will be the parent of a trading group if each of its subsidiaries is a Qualifying Subsidiary. A "Qualifying Subsidiary" exists where at least 90% of the shares of each subsidiary are held by the Qualifying Company.

A SEIS Qualifying Company must have no more than 25 full time equivalent employees at the time of the share issue and, in the case of EIS, the equivalent figure is 250.

The shares issued by the Qualifying Company must carry no preferential rights to dividend or the payment of a cumulative dividend.

The maximum sum a company can raise under SEIS or any scheme involving State Aid is £150,000 in total, the corresponding figures for EIS is £12m or £20m for "knowledge intensive" companies. An EIS qualifying company can raise no more than £5m per annum under the scheme rules.

Share Ownership

The shares in which the Fund's cash is invested will be subscribed for, issued to and held by Innvotec (Nominees) Ltd, in a designated account and acting as nominee for the Investor and all Investors.

However, each individual Investor will at all times remain the beneficial owner of a number of shares in each Portfolio Company, rather than just having a proportionate interest in all the shares in which the Fund's capital is invested.

Under SEIS and EIS Fund legislation, these investments must be in the form of new ordinary shares.

The number of shares allotted to each Investor will be calculated by reference to the proportion that his or her Commitment bears to the total Commitments to the Fund. Minor variations may occur in order to avoid allotting fractions of shares to individual Investors.

The Manager will not permit any documents of title to be lent to any third party and will not permit borrowings on behalf of the Fund using such documents by way of security. The Fund will not borrow or use leverage to enhance returns.

Claiming Tax Relief

The Fund Manager will ensure that Portfolio Companies provide Investors with compliance certificates in respect of their investments in each of the Portfolio Companies, which will enable Investors to claim SEIS and EIS Tax Relief and Capital Gains Tax Reinvestment Relief as appropriate.

Once an Investor has received the appropriate compliance certificate, he or she may write to HMRC to claim any Tax Relief or Capital Gains Tax Reinvestment Relief to which he or she is entitled.

The Fund Manager will endeavour to ensure the Portfolio Companies apply to HMRC for compliance certificates at the earliest opportunity and distribute such forms when received on a timely basis.

Timing will be dependent on HMRC receiving notification from the Portfolio Companies that they are SEIS or EIS Qualifying (although preliminary approval will have already been sought by the companies).

A Fund Portfolio Company seeking SEIS certification cannot apply to HMRC until it (or a qualifying subsidiary) has carried on its qualifying trade for at least 4 months and can only issue SEIS certificates to Investors after it has been authorised (upon the application of the relevant Portfolio Company) to do so by HMRC.

A claim for Tax Relief must be made no later than the fifth anniversary of the 31 January following the end of the tax year for which the claim is made.

Tax Relief may be withdrawn by HMRC in a number of circumstances. Broadly, should the Qualifying Company cease to be a qualifying company within the three-year period from the share issue (or, if later, the date the company starts its trade), or if the shares cease to be 'eligible shares' within the period. An early withdrawal can lead to the withdrawal of Tax Reliefs in whole or in part, the withdrawal of Tax Relief would depend on the particular circumstances of the investor.

Early Withdrawal

In order to meet HMRC conditions, Investors are not permitted to make partial withdrawals from the Fund.

However, an Investor can terminate his or her Fund Management Agreement in respect of the Fund, and if possible, seek an early withdrawal of the entire amount held in his or her Portfolio at any time.

If an Investor terminates the Fund Management Agreement, the Investor's investments held in the Fund will have to be sold and the cash proceeds will be paid to the relevant Investor.

There will be a loss of Tax Relief to the Investor if this is within the initial minimum three-year period. Such Investments will be Non-Readily Realisable Investments that it may not be possible to sell.

The risk factors for such investments are explained on pages 20 to 21 of this Information Memorandum and it should be noted that one of the risks is that early exit may be difficult or indeed not practicable and, as a result, there could be a substantial loss of capital to the Investor.

The only liability of the Fund at termination or at any point in time will be to the Manager on account of any unpaid Annual Management Fees and, if earned, the Performance Fee.

Life of the Fund

Under normal circumstances, in order to ensure SEIS/EIS Tax Relief is not lost, the Fund Manager will hold Investments in Qualifying Companies for a minimum period of three years from the date of issue of the relevant shares or, if later, from the date on which the OION Fund Qualifying Company (or its subsidiary) commences its qualifying trade.

There may be occasions when the interests of Investors as a whole are best served by the Fund realising part or all of an investment at an earlier date, particularly if the capital gain will exceed the tax benefits lost.

It is the Fund Managers intention that the Fund should be Evergreen and have a termination date that will be determined sometime in the future and at the sole discretion of the Manager. Investors in the Fund will be given a minimum of three years notice as to the date of termination. The Fund Manager intends to exit from all Investments made within an eight year holding period, but a longer period is possible. Therefore Commitments to the Fund should only be made if it is expected that the Commitment can be left intact for at least eight years and perhaps considerably longer.

On final termination of the Fund, and if Investment in any portfolio companies still remains, each Investor can decide whether he or she wishes the Fund Manager:

- to transfer all of his or her remaining Investments into his or her name or as he or she directs, and pay to him or her any cash held in his or her Portfolio; or
- to sell all of his or her remaining Investments and pay the proceeds of sale to him or her, together with any cash held in his or her Portfolio,

subject to the Fund Manager's entitlement to retain cash and/or shares to satisfy its entitlement to any unpaid fees or charges.

The only liability of the Fund at termination or at any point in time will be to the Manager on account of any unpaid Annual Management and Performance Fees.

3

Appendix 3

Summary of The OION Fund Management Agreement

Investors must read completely the full Fund Management Agreement, a copy of which is appended to the Application Form, before completing the Application Form.

In signing the Application Form an Investor warrants that he or she has read and agrees fully to the terms and conditions of the Fund Management Agreement.

In the event of any conflict between the provisions of the Fund Management Agreement and this summary, the provisions of the Fund Management Agreement shall apply.

The Fund Management Agreement sets out the agreement between Innvotec (the Fund Manager) and the Investor to constitute and manage The OION Fund. The acceptance by Innvotec of a signed Application Form will constitute a binding agreement between the Investor and Innvotec. A full copy of the Fund Management Agreement is appended to the Application Form.

Fund Manager's Duties, Responsibilities and Rights

The Fund Manager will:

- at all times act in good faith and with reasonable care and due diligence;
- if an Investor exercises his or her right to cancel, return the amount of any Commitment paid less any charges the Fund Manager has already incurred for any service undertaken in accordance with the terms of the Fund Management Agreement. The Investor will not be entitled to interest on such monies;
- in the case of there being excess Commitments to the Fund which are not, in the Fund Manager's view, capable of being invested within the Investment Period and in accordance with the investment objectives and the investment restrictions as outlined in this Information Memorandum, return excess Funds to Investors;
- deposit Commitments in an account pending investment or release in accordance with the Fund Management Agreement;
- have complete discretionary powers in relation to the selection of, or exercising rights relating to, and the management of the Fund's investments;
- provide all administration services in relation to the Fund and its investments;
- arrange for the appointed Nominee to provide safe custody services in relation to the Fund's investments and cash, with all cash being held by the appointed Nominee as client money until such time as it is invested in a Portfolio Company, released to the Investor or released to pay any of the Fund Manager's fees or charges;
- in performing its Services, have regard to the objectives of the Fund and shall comply with all stated restrictions and all applicable laws;
- in effecting transactions for the Investor, the Fund Manager shall seek to achieve the best possible result for the Investor in accordance with the applicable requirements in the FCA Rules on best execution, the rules and regulations of any relevant market and/or clearing house and the Fund Manager's best execution policy, save where the Investor requires the Fund Manager to use a particular broker, counterparty or execution venue; and
- not lend investments or title documents to a third party and will not borrow against the security of the Fund's assets;
- send the Investor a report relating to the Investor's Portfolio and cash in the Fund in a form complying with the FCA Rules at least every six months, in respect of the periods ending on or around 31 March and 30 September in each year or such other dates as the Manager decides;
- carry out a half yearly valuation of the Portfolio Companies in accordance with the valuation guidelines published by the British Venture Capital Association;
- receive charges and fees for its Services as set out in the Information Memorandum;
- devote such time and attention and have (or shall have access to) all necessary competent personnel

- and equipment as may be required to enable it to provide its Services properly and efficiently, and in compliance with the FCA Rules;
- take all reasonable steps to prevent conflicts of interest from constituting or giving rise to damage to the interests of the Investor;
- set a date, which it shall notify to the Investor, on which the Fund will terminate;
- on or before termination of the Fund, sell all investments in the Investor's Portfolio and/or transfer the shares into the Investor's name or otherwise as the Investor may otherwise legally direct;
- give to the Investor not less than three months' written notice of its intention to terminate its role as Fund Manager and if it does give such notice shall endeavour to make arrangements to transfer the Fund to another Fund manager;
- at all times keep confidential all information acquired except for information which is in the public knowledge, or which it may be entitled or bound to disclose under compulsion of law, or is requested by regulatory agencies, or is given to its professional advisers where reasonably necessary for the performance of their professional services, or is necessary to disclose to the Nominee to enable the Nominee to perform its obligations in relation to the Portfolio or the investments of the Fund, or is authorised to be disclosed.

Nominee's Responsibilities

The Nominee will act as custodian of the cash, investments and other assets of the Fund and will use reasonable care and skill in providing the Services it is to provide.

Investor Obligations, Agreement and Rights

The Fund established by the Fund Management Agreement is set up on the basis of the declaration and undertakings made by the Investor in his or her Application Form. By completing the Application Form Investors will:-

- be deemed to have irrevocably agreed to the Nominee being appointed to exercise the powers and to carry out duties, on behalf of the Investors, in accordance with the Fund Management Agreement;
- indemnify the Nominee (in proportion to their respective interests in the Fund at the date of the claim to indemnify) from and against any and all direct liabilities, obligations, losses, damages, penalties, actions against the Nominee, judgements, suits against the Nominee, proper costs and expenses or disbursements (other than those resulting from the Manager's negligence, wilful default or breach of contract or the FCA Rules on the part of the Nominee) which may be imposed or incurred by or asserted against the Nominee in properly performing its obligations or duties in relation to any investments, cash or other assets of the Fund;
- provide the Fund Manager with any information which it reasonably requests for the purposes of managing the Fund pursuant to the terms of this Agreement; and give any notices, instructions or other communications to the Fund Manager in writing in English and signed and sent to the Fund Manager at Suite 310, Business Design Centre, 52 Upper Street, Islington, London, N1 0QH (or to such other address as the Fund Manager may notify to the Investor) or except as otherwise specifically indicated. Investors may authorise the Manager to accept instructions from an authorised signatory in such form as the Manager may require.

The Investor may terminate the Fund Management Agreement prior to termination of the Fund by written notice to the Fund Manager.

Complaints and Compensation

The Fund Manager has established procedures in accordance with the FCA Rules for consideration of complaints. Details of these procedures are available from the Fund Manager on request. Should an Investor have a complaint, they should contact the Fund Manager. If the Fund Manager cannot resolve the complaint to the satisfaction of the Investor, the Investor is entitled to refer it to the Financial Ombudsman Service.

The Fund Manager is obliged to notify the Investor, and hereby does so, that an Investor may have a right to compensation under the Financial Services Compensation Scheme, established under the Financial

Services and Markets Act 2000, which provides compensation to eligible Investors in the event of a firm being unable to meet its customer liabilities. Payments under the protected investment business scheme are currently limited to a maximum of £50,000 for investments. Further information is available from the Fund Manager on request.

Data Protection

All data that the Investor provides to the Fund Manager is held by that party subject to the Data Protection Act 1998. The Investor agrees that the Fund Manager and the Nominee may pass personal data to each other and to other parties insofar as is necessary in order for them to provide their Services as set in the Fund Management Agreement and to HM Revenue & Customs, the FCA and any other regulatory authority that regulates them and in accordance with all other Applicable Laws.

Governing Law

The Fund Management Agreement and all matters relating thereto shall be governed by and construed in accordance with English Law and the parties submit to the non-exclusive jurisdiction of the English Courts.



“As a semi-retired city professional, I was seeking a way of not just investing, but directly engaging with some investments; through the Fund’s investment-adviser scheme I was able both to provide hands-on support, and access additional investment opportunities.”

4

Appendix 4

Examples of Investments within the prior OION Funds

**GREENSEAGUARD****Maritime Environmental Monitoring and Control**

95% of visible UK trade travels by sea, and emissions from shipping are significant. More than 75 countries have now signed the MARPOL Agreement which requires ship-owners to both monitor and significantly reduce their emissions.

Greenseaguard has developed a system which helps Coastguards to monitor emissions; in parallel the system also helps ship-owners to monitor their emissions and subsequently report such data to their customers.

The management team has a history of success in the introduction of innovative maritime and environmental products, and a record of developing build-to-sell businesses.

**CROWDSKILLS****Connecting Freelancers with Major Employers - To Solve an Organisation's Digital Needs**

Many large businesses are not looking for new full time employees to undertake this work, but for temporary workers who can complete such, typically, project-based digital work. What they increasingly seek are digital freelancers, and 2015 saw a 46% increase in UK businesses utilizing such temporary resource.

Crowdskills are addressing this problem by building a freelancer platform designed specifically to introduce independent digital freelancers to large businesses.

CrowdSkills has already worked with a wide range of freelancers to complete over 60 projects for a wide range of clients including Maserati, the British Government and the United Nations, and recently completed its first £100,000 in sales.

**WASTEQUOTE SUPERMARKET LTD****Online Real-time Quotations for Commercial Waste Management**

WasteQuoteSupermarket.com is an independent provider of online waste management services - throughout the UK. The business provides sustainable solutions for multi-site companies requiring strategic waste management solutions – to reduce costs, improve service, and increase recycling rates.

In parallel, WasteQuote works with a nationwide network of regional independent waste management providers to cover all types of waste streams.

Management has particular experience and expertise within the sector, and has built up a strong network of advisers and introducers – with both clinical and commercial backgrounds - providing a fully quorate team.

**MYGRAVITY****Creating a Unique Rewards Programme for SME Businesses**

Mygravity is leading a new generation of loyalty schemes, predicated upon trust-based products and information services. Mygravity works with businesses to bring loyalty solutions to the SME – without relying on acquiring potentially confidential customer data.

Mygravity believes that customers and the business world can be partners in driving the services they want – combined with choice and privacy.

Consumers using My360 app enjoy a simple, elegant experience, while retailers using the loyalty platform are able to tailor their loyalty programme, reach new customers, and improve top and bottom line performance.



PEBrand
FinTech

PEBrand is a web-based portfolio investment selection tool for smaller investors and their advisers - lowering the barriers to investing and offer simplified retail access to structured ETF portfolios - at a fraction of the fees charged either by existing systems or financial advisers.

The company has recently achieved FCA accreditation, which permits the software to be adopted by financial advisers and retail customers – as a tool for building ETF portfolios; website metrics suggests a very positive trial, adoption, and continued usage.



JellyBooks
Publishing

JellyBooks helps authors & publishers sell more books by offering the first cloud-based analytics tool - which can be used interactively with individual books and publications.

The product is already in advanced trials with publishers including Penguin Random House, Faber & Faber and O'Reilly Media in both the UK and in Europe, and are an advanced state of trial with the product with a view to achieving commercial sales over the next three to six months.



Fourth State Medicine
Cosmetic/Therapeutic Medical Device

Fourth State Medicine Ltd (4SM) is a growing medical device manufacturer developing a range of solutions utilizing their proprietary gasplasma technology.

Initially it has designed for use by high end clinicians to reduce wrinkles and fine lines primarily from facial skin. The device has shown excellent trial results and gained significant interest from UK clinics, and has already achieved orders from a leading aesthetic distributor.



GamerDating
Technology Software

GamerDating provides gamers who are looking to find a relationship with those that share their hobby and lifestyle, the opportunity to interact in a safe and open environment.

GamerDating critically became profitable during Q4 2015, and in parallel added major functionality to the site, alongside mobile access, an online matchmaking service, and user geo-location.



iNova
MedTech

iNova has developed (currently in Beta) a wearable non-invasive vital signs monitor - that is ear mounted. From one device, data is sent wirelessly in real-time – and critically is able to monitor such parameters as core temperature.

iNova is currently working with Formula 1 teams and the Ministry of Defence in the development of a ruggedised version.



Metafused

The Metafused offering is built on cloud infrastructure - capable of ingesting and processing massive data volumes both in batch and real time.

By using leading edge data processing architecture and systems, the company's proprietary platform combines disparate data sets and uses in-house algorithms to extract value - to drive marketing insight.

5

Appendix 5

Examples of Target Companies

The descriptions below summarise the investment proposal made by the company. The information is provided by the companies and has not been vetted by OION or Innvotec and does not represent the views of OION or Innvotec at the time of writing and are merely opinions. They are not something on which to base an investment decision.

Each company outlined in this document has been through an extensive program of investor readiness and have the following documents available upon request:

- Executive Summary.
- Business Plan with 3 years financial forecasts where available.
- Cash flow forecast for next 3 years.
- Powerpoint presentation.

On the following pages are examples of our executive summaries for candidate companies.



CAPILLARY FILM TECHNOLOGY

CFT has developed a next generation Point-of-Care diagnostics platform. The patent-protected technology was developed at Cambridge University and delivers clinical laboratory performance in a rapid, multiplexed, easy-to-use, and cost-effective format. This vastly exceeds the capabilities of current market leaders and opens up new market opportunities.

CFT is raising £1M to scale up production and CE marking for launch soon. Revenues >£5M are forecasted by end of 2019 in selected European markets.



EVINCE TECHNOLOGY

Evince Technology (Evince), which is developing breakthrough technologies to enable the manufacture of synthetic diamond-based electronics, has recently raised £750,240 of new equity investment from business angels and other private investors.

This latest investment, together with a £230K Innovate UK award secured in late 2015, will allow Evince to accelerate key aspects of its technology development programme while continuing to strengthen its patent portfolio.

Evince is EIS qualified and next funds will be aimed at scaling the commercial development capability and solidifying strategic relationships with go-to-market partners.



SCOOP RETAIL

Scoop Retail is the new digital platform for the physical retail space. As consumer behaviours continue to evolve and shopping habits change, so too does the role of the physical store.

Scoop take the best bits of online shopping and brings them into the physical store... bridging the gap the between digital and physical worlds. They have developed a platform to easily plug into the systems that retailers are already using, including their ecommerce website, stock management system, CRM database, social media channels and so on. Using this data they deliver a range of customisable applications to enhance the in-store shopping experience and, crucially, increase sales.

With its Software as a Service (SAAS) model, Scoop Retail aims to democratise the evolution of bricks and mortar retail, and help to deliver the stores of the future, today.



SAFETONET

SafeToNet uses artificial intelligence and big data analytics to block, in real-time, harmful incoming and outgoing messages on social networks, messaging platforms and email systems. It safeguards predominantly children from grooming, radicalisation, cyberbullying, trolling and other predatory risks.

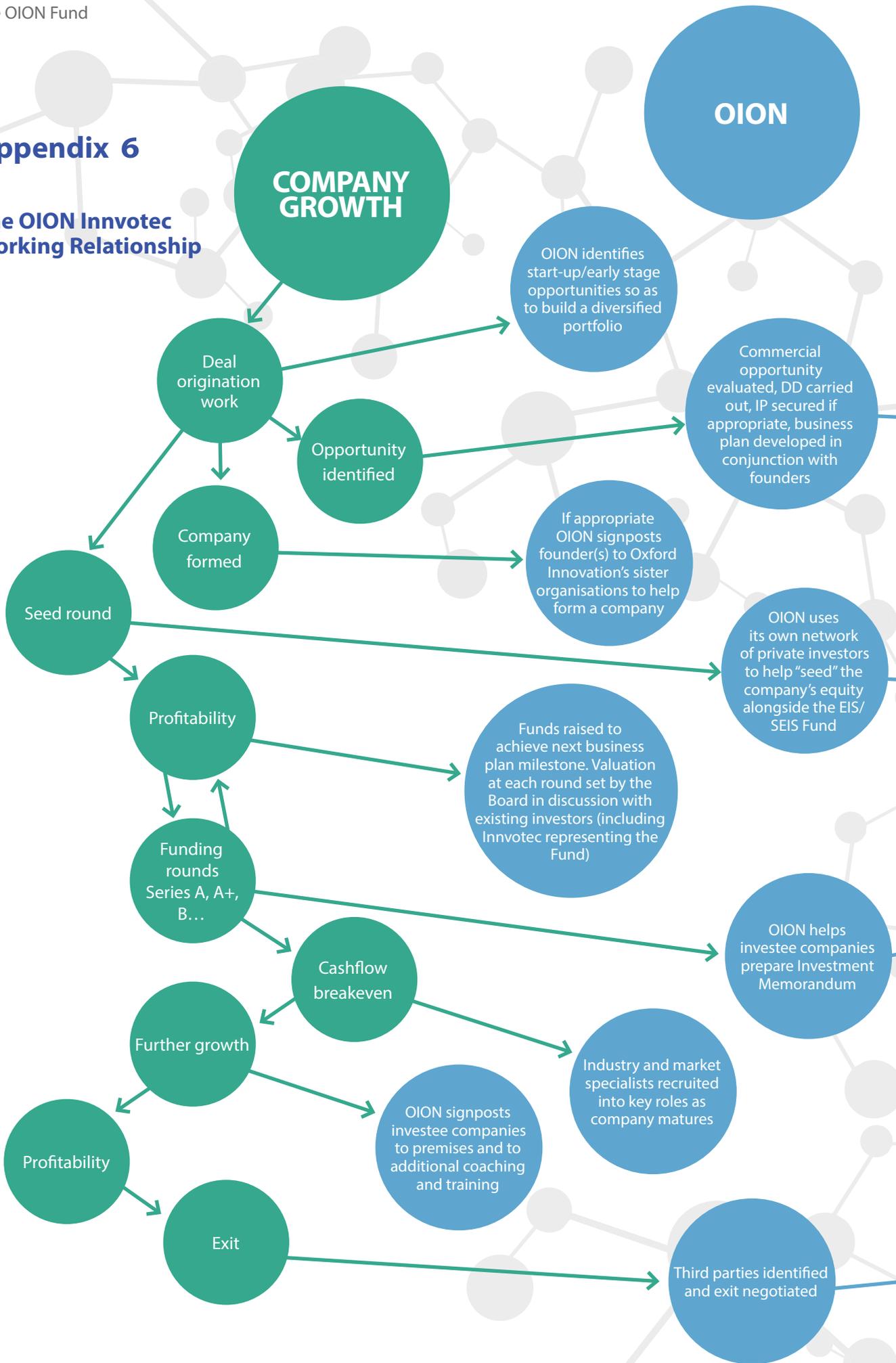
By combining behavioural and sentiment analytics with machine learning, SafeToNet contextualises content (e.g. the difference between banter and aggression) and filters inappropriate and unsafe content before it is seen. It runs as an app in the background of mobile devices and laptop computers.

The Company has already raised £3.75m in capital and resources and is seeking a further £1m to complete beta testing and commence a digital marketing campaign in the UK and USA.

6

Appendix 6

The OION Innvotec Working Relationship



INNVOTEC

INNVOTEC & OION

- Monthly meetings
- Regular tele-cons
- Discussions on future strategies to maximise Investor returns
- Marketing events to both Investors and advisors
- Independent

Due diligence alongside OION and, if appropriate, independent review of OION due diligence

Review and updating of due diligence. Agreement on terms of incoming investment if company is still within EIS/SEIS

Investment Proposal prepared for consideration by Innvotec IAC which recommends (or not) to Innvotec Board. Board authorises investment

Company may seek further funding from OION EIS/SEIS if still within limit

Role of Board Observer taken up under formal contract. Observer attends Board meetings, investor presentations and provides corporate governance oversight

INNVOTEC CORPORATE

- FCA regulated
- Alternative Investment Fund Manager
- Regulated since 1989
- Suite of permissions including holding and controlling client money and assets
- Supervisory Committee
- Investment Advisory Committee
- Fund raising
- Investor reporting

Twice yearly reports to OION EIS/SEIS investors on progress of portfolio

INVESTOR RETURNS

oion
EIS &
SEIS
FUND



Further information

If any further information relating to the Fund is required please contact the Fund Manager, Innvotec Limited.

**Innvotec Limited
Admin and Client Support**

Suite 310
Business Design Centre
52 Upper Street Islington
London
N1 0QH
Tel: 020 7630 6990

Corporate and Sales

Painters Hall
9 Little Trinity Lane
London
EC4V 2AD
Tel: 020 3026 1883

General Enquiries

Phone: 020 7630 6990
email: info@innvotec.co.uk
or for fund specific:
oion@innvotec.co.uk
www.innvotec.co.uk

www.oion-eis-seis.co.uk

Investing in knowledge...to fund the future

innvotec

oion
oxford investment opportunity network

TVIN
THAMES VALLEY INVESTMENT NETWORK

oei
oxford early investments